

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Objection Deadline: June 12, 2009 at 4:00 p.m.

Hearing: June 29, 2009 at 10:30 a.m.

COVER SHEET TO TWELFTH QUARTERLY APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008

Name of Applicant:

Orrick, Herrington & Sutcliffe LLP

Authorized to Provide Professional
Services to:

David T. Austern, Asbestos PI
Future Claimants' Representative
(the "FCR")

Date of Retention:

As of February 6, 2006 (pursuant to this Court's
Order entered May 8, 2006)

Period for which compensation is
sought:

October 1, 2008 through December 31, 2008

Amount of Compensation (100%) sought
as actual, reasonable, and necessary:

\$1,133,553.25

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$ 95,017.93

This is an: X interim monthly final application.

PRIOR QUARTERLY APPLICATIONS FILED

Orrick was retained effective February 6, 2006, pursuant to this Court's Order entered May 8, 2006. Orrick has previously filed the following quarterly fee applications:

<u>Quarterly Period</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total Fees and Expenses</u>
First Quarterly Period February 6-March 31, 2006	\$206,292.25	\$7,501.32	\$213,793.57
Second Quarterly Period April 1-June 30, 2006	\$456,045.25	\$14,568.92	\$470,614.17
Third Quarterly Period July 1-Sept 30, 2006	\$558,019.75	\$25,651.67	\$583,671.42
Fourth Quarterly Period Oct 1-Dec 31, 2006	\$841,070.00	\$98,378.95	\$939,448.95
Fifth Quarterly Period January 1-March 31, 2007	\$1,098,668.00	\$57,670.14	\$1,156,338.14
Sixth Quarterly Period April 1-June 30, 2007	\$1,021,931.50	\$168,071.15	\$1,190,002.65
Seventh Quarterly Period July 1-Sept 30, 2007	\$1,318,928.25	\$506,330.27	\$1,825,258.52
Eighth Quarterly Period Oct 1-Dec 31, 2007	\$2,577,801.25	\$276,906.50	\$2,854,707.75
Ninth Quarterly Period January 1-March 31, 2008	\$2,834,348.75	\$436,062.97	\$3,270,411.72
Tenth Quarterly Period April 1-June 30, 2008	\$1,060,594.00	\$96,239.02	\$1,156,833.02
Eleventh Quarterly Period July 1-Sept 30, 2008	\$1,205,058.75	\$69,698.64	\$1,274,757.39

COMPENSATION SUMMARY
OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Alan G. Benjamin	Partner, 25 years in position; 31 years relevant experience; 1977, Global Finance	\$750	1.00	\$750.00
Grady M. Bolding	Partner, 23 years in position; 31 year relevant experience; 1977, Tax	\$750	1.30	\$975.00
Roger Frankel	Partner, 25 years in position; 37 years relevant experience; 1971, Bankruptcy	\$875	356.50	\$300,387.50 ¹
Jonathan P. Guy	Partner, 8 years in position; 15 years relevant experience; 1994, Bankruptcy	\$720	42.70	\$30,744.00
Mark J. Plumer	Partner, 14 years in position; 22 years relevant experience; 1986, Litigation	\$795	18.90	\$12,640.50 ²

¹ This amount reflects a reduction of \$3,237.50 (Oct 2008), \$4,856.25 (Nov 2008), and \$3,456.25 (Dec 2008) representing non-working travel billed at 50%.

² This amount reflects a reduction of \$2,385.00 (Dec 2008) representing non-working travel billed at 50%. Please note that this amount was inadvertently not reduced in the December 2008 monthly fee application.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Clayton S. Reynolds	Partner, 21 years in position; 29 years relevant experience; 1979, Tax	\$800	5.60	\$4,480.00
Richard V. Smith	Partner, 16 years in position; 25 years relevant experience; 1983, Corporate	\$775	48.10	\$37,277.50
Richard H. Wyron	Partner, 19 years in position; 29 years relevant experience; 1979, Bankruptcy	\$775	411.10	\$312,053.75 ³
Wendy B. Curtis	Special Counsel, 2 years in position; 10 years relevant experience; 1998, Litigation	\$450	.60	\$270.00
Peri N. Mahaley	Of Counsel, 16 years in position; 29 years relevant experience; 1979, Litigation	\$575	163.10	\$90,045.00 ⁴
Mary A. Wallace	Of Counsel, 6 years in position; 18 years relevant experience; 1989, Bankruptcy	\$620	61.50	\$38,130.00
James W. Burke	Law Clerk, 3 months in position; 3 months relevant experience; 2008, Bankruptcy	\$285	168.00	\$47,880.00
Charity R. Clark	Associate, 3 years in position; 3 years relevant experience; 2005, Bankruptcy	\$470	13.00	\$6,110.00
Debra L. Felder	Associate, 6 years in position; 6 years relevant experience; 2002, Bankruptcy	\$560	296.30	\$165,928.00
Zachary S. Finley	Associate, 7 years in position; 7 years relevant experience; 2001, Corporate	\$570	63.20	\$36,024.00
Katherine S. Thomas	Associate, 4 years in position; 4 years relevant experience; 2004, Bankruptcy	\$500	34.00	\$17,000.00

³ This amount reflects a reduction of \$1,743.75 (Oct 2008), \$3,720 (Nov 2008) and \$1,085 (Dec 2008) representing non-working travel billed at 50%.

⁴ This amount reflects a reduction of \$3,737.50 (Dec 2008) representing non-working travel billed at 50%. Please note that this amount was inadvertently not reduced in the December 2008 monthly fee application.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Stephen C. Cruzado	Senior Litigation Paralegal	\$220	7.00	\$1,540.00
Debra O. Fullem	Bankruptcy Research Specialist	\$245	87.30	\$21,388.50
Aurora M. Hamilton	Senior Litigation Paralegal	\$220	1.00	\$220.00
Risa L. Mulligan	Librarian	\$180	.50	\$90.00
Kirt Dale Suomela	Scientific Advisor	\$275	33.30	\$9,157.50
Aaron R. Thorp	Practice Support Project Coordinator	\$210	2.20	\$462.00
TOTAL			1,816.20	\$1,133,553.25
Blended Rate: \$624.13				

COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	2.60	\$1,234.50
Due Diligence	.30	\$262.50
Compensation of Professionals-Orrick	62.60	\$21,317.50
Compensation of Professionals-Others	32.10	\$8,464.50
Insurance	281.40	\$171,073.00
Litigation	302.40	\$203,593.50
Retention of Professionals-Orrick	5.30	\$1,754.00
Retention of Professionals-Others	.90	\$220.50
Plan & Disclosure Statement	998.90	\$648,200.50
Travel Time (Non-Working)	52.80	\$18,098.75
Trust Distribution Procedures	76.90	\$59,334.00
TOTAL	1,816.20	\$1,133,553.25

EXPENSE SUMMARY
OCTOBER 1, 2008 THROUGH DECEMBER 31, 2008

<u>Expense Category</u>	<u>Total</u>
Court Call	\$1,671.50
Duplicating	\$2,295.20
Expert Witness Fees – Eric Stallard	\$38,539.78
Meals	\$1,590.68 ⁵
Pacer	\$1,232.28
Parking	\$286.00
Postage/Express Delivery	\$2,399.19
Secretarial Overtime	\$76.92
Telephone	\$76.23
Travel – Airfare/Train/Hotel	\$26,114.50
Travel – Taxi	\$1,030.52
Westlaw and Lexis Research	\$19,705.13
TOTAL	\$95,017.93

Orrick's Client Charges and Disbursements Policy effective January 1, 2008, are as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.50 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

⁵ This amount reflects a reduction of \$494.63 (Oct 2008) and \$118.70 (Dec 2008) for those meals that were more than the allowed limits based on the Fee Auditor's new guidelines.

d. ***Overtime*** -- It is Orrick's practice to allow professionals and paraprofessionals working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge limited to \$7.50 per professional. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost. There is no separate charge for other internet research.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*

Richard H. Wyron, admitted *pro hac vice*

Debra L. Felder, admitted *pro hac vice*

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Counsel to David T. Austern,

Asbestos PI Future Claimants' Representative

Dated: April 10, 2009